

EXHIBIT 2

In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation,
Case No. 21-md-02996-CRB

**IF YOU ARE A POLITICAL SUBDIVISION YOU MAY BE ENTITLED TO RECEIVE A
PAYMENT FROM AN OPIOIDS CLASS ACTION SETTLEMENT**

A federal court authorized this Notice. You are not being sued. This is not a solicitation from a lawyer.

A settlement has been reached in a class-action lawsuit against McKinsey & Company, Inc., McKinsey Holdings, Inc., McKinsey & Company, Inc. United States, and McKinsey & Company, Inc. Washington D.C. (“McKinsey”) claiming that McKinsey played a central role in the unfolding, propagation, and exploitation of the opioid crisis by advising multiple opioid manufacturers and other industry participants how to sell as many prescription opioids as possible. The lawsuit is known as *In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, Case No. 21-md-02996-CRB (N.D. California). McKinsey denies plaintiffs’ allegations. The court’s rulings to date are posted at www.McKinseySubdivisionClassAction.com.

This Notice summarizes your rights and options regarding the Settlement.

WHO IS IN THE CLASS

If you are a (1) General Purpose Government in the United States of America (“U.S.A.”) (including, but not limited to, a municipality, county, county subdivision, city, town, township, parish, village, borough, gore, or any other entities that provide municipal-type government), (2) Special District within a State, or (3) any other subdivision, subdivision official (acting in an official capacity on behalf of the subdivision), or sub-entity of, or located within, a State in the U.S.A. (whether political, geographical or otherwise, whether functioning or non-functioning, regardless of population overlap, and including, but not limited to, nonfunctioning governmental units and public institutions), then you might be part of the Class. If you are a sub-entity of Indiana, American Samoa, the Commonwealth of Guam, the Commonwealth of the Northern Mariana Islands, or the U.S. Virgin Islands, or a school district, then you are not part of the Class.

If you received this Notice about the proposed Settlement by mail or email, then you have been identified as a potential Class Member according to the parties’ records. Please read this Notice carefully.

For more information, please visit www.McKinseySubdivisionClassAction.com.

WHAT DOES THE SETTLEMENT PROVIDE?

A \$207 million settlement fund has been created for the benefit of class members, in addition to the financial and injunctive relief obtained by state Attorneys General in their prior McKinsey settlement. The settlement fund will be allocated among Class Members using the applicable formula for direct payments to Subdivisions reached by agreement or provided by default in the prior Opioids settlements, and to pay attorneys’ fees and costs as awarded by the Court. The Court has ordered that Class members shall be required to use the settlement funds exclusively for approved uses designed to abate the opioid epidemic as set forth in Exhibit E (“List of Opioid Remediation Uses”) of the prior MDL 2804 settlements. For complete information on the Settlement, including allocation formulas, visit the Settlement website at www.McKinseySubdivisionClassAction.com.

WHO REPRESENTS YOU?

The Court has appointed Subdivisions The City of Santa Cruz, California; Pope County, Illinois; and The Village of Eddyville, Illinois, who have been litigating this case as plaintiffs, to serve as Settlement Class Representatives. The Court has appointed Robbins Geller Rudman & Dowd LLP, Bryant Law Center, PSC, Motley Rice, LLC, Simmons Hanly Conroy, LLC, and Browne Pelican PLLC to represent the Class as Subdivision Class Counsel. You do not have to pay them in order to participate in the Settlement. Their fees and costs will be awarded by the Court out of the Settlement fund, in an amount not to exceed 15% of the fund and expenses, in an amount not to exceed \$31 million. If you want to be represented by your own lawyer in this case, you may hire one at your own expense.

WHAT ARE YOUR RIGHTS AND OPTIONS?

You do not need to take any affirmative action to receive benefits from the Settlement. If you were eligible to receive distributions under the MDL 2804 national opioid settlements, then you may be eligible to receive them here. Distributions will be awarded according to a plan of allocation, as described at www.McKinseySubdivisionClassAction.com, designed to be consistent with the direct distributions to Subdivisions previously negotiated in each State to govern distributions with the Distributors and J & J. A single McKinsey settlement payment will be made to each Class Member when the Settlement is final. If, instead of participating in this Settlement, you want to keep your rights to sue McKinsey yourself on any opioid-related claims, you must exclude yourself from the Class by [date], by visiting www.McKinseySubdivisionClassAction.com and following the instructions included therein for submission of an “exclusion request.” If you exclude yourself from the Class, you will not receive any monetary recovery from the Settlement. If you stay in the Class, you may object to the Settlement by [date]. You may object to the proposed Settlement, the Plan of Allocation or the requested fees and expenses in writing by providing your full name, the basis for your belief that you are a member of the Class, the basis of your objection, and your signature. You may not ask the Court to order a larger settlement; the Court can only approve or deny the Settlement. All written objections and supporting papers must: (a) clearly identify the case name and number (*In re McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, Case No. 21-md-02996-CRB); (b) be submitted to the Court either by mailing them to the Clerk for the United States District Court for the Northern District of California, Phillip Burton Federal Building and U.S. Courthouse, 450 Golden Gate Avenue, San Francisco, CA 94102, or by filing them in person at any location of the United States District Court for the Northern District of California; and (c) be filed or postmarked on or before [date]. If you do nothing, you will receive any monetary benefits to which you are entitled based on the plan of allocation, in a lump sum payment, and you will be bound by the Court’s decisions. Complete information and instructions on the plan of allocation, excluding yourself from the Class, or objecting are available on the Settlement website at www.McKinseySubdivisionClassAction.com.

The Court has scheduled the hearing on the settlement of this case at [time] on [month] day, 2023, at the Phillip Burton Federal Building and U.S. Courthouse, 450 Golden Gate Avenue, Courtroom 6, San Francisco, CA 94102, to consider: whether to approve the Settlement; any objections; and attorneys’ fees, costs and expenses to Class Counsel for their work in this litigation. The briefs and declarations in support of these motions will be posted on the Settlement website after they are filed. You may ask to appear at the hearing but you do not have to do so for remote access will be provided. The hearing may be adjourned by the Court without further written notice to the Class, other than a posting of the adjournment on the Settlement website, www.McKinseySubdivisionClassAction.com. If you plan to attend the hearing, you should confirm the date and time with Class Counsel.

Please check the Settlement website or the Court's PACER site to confirm that important deadlines and hearing dates have not changed.

HOW DO I GET MORE INFORMATION?

This is only a summary. For more information about the case, the precise terms and conditions of the Settlement, and your rights and options, visit www.McKinseySubdivisionClassAction.com for all relevant documents and schedules, contact the administrator at [phone number], or write *McKinsey & Co., Inc. National Prescription Opiate Consultant Litigation*, Notice Administrator, c/o [to come], call Class Counsel Robbins Geller at (800) 449-4900 or email settlementinfo@rgrdlaw.com or [to come], or contact your own counsel if you have a McKinsey case on file. You may also access the Court docket in this case, for a fee, through the Court's Public Access to Court Electronic Records (PACER) system at <https://ecf.cand.uscourts.gov>, or by visiting the office of the Clerk of the Court for the United States District Court for the Northern District of California, Phillip Burton Federal Building and U.S. Courthouse, 450 Golden Gate Avenue, San Francisco, CA 94102, between 9:00 a.m. and 4:00 p.m., Monday through Friday, excluding Court holidays.

**PLEASE DO NOT CALL OR WRITE THE COURT OR MCKINSEY
FOR INFORMATION OR ADVICE**